

MAGNIS ENERGY TECHNOLOGIES LTD
ABN 26 115 111 763

NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM

AND
PROXY FORM

DATE AND TIME OF MEETING:
Thursday, 31 October 2019 at 09:30AM (AEDT)

PLACE OF MEETING:
The Offices of BDO (Magnis' Auditors)
Level 11, 1 Margaret Street
Sydney NSW 2000

IMPORTANT INFORMATION
This is an important document that should be read in its entirety.
If you do not understand it, or any part of it,
you should consult your professional advisors.

MAGNIS ENERGY TECHNOLOGIES LTD

ABN 26 115 111 763

Dear Shareholder

On behalf of the Board I am pleased to invite you to attend the 2019 Annual General Meeting (**AGM**) of MAGNIS ENERGY TECHNOLOGIES LTD. The following information is enclosed:

- Notice of Annual General Meeting
- Explanatory Memorandum
- Proxy form; and
- Reply paid envelope for lodging your proxy form and/or sending any written instructions to Magnis Energy Technologies Ltd before the AGM.

AGM

The AGM will be held on Thursday 31 October 2019 at 09:30am (Sydney time) at The Offices of BDO (Magnis' Auditors), Level 11, 1 Margaret St Sydney.

Business of the AGM

The business of the AGM is set out in the Notice of Annual General Meeting (**the Notice**). The Notice and Explanatory Memorandum set out important information in relation to the matters to be considered by shareholders at the Meeting, and I encourage you to read those materials carefully.

Attendance

If you are attending the AGM, please bring your personalised proxy form to allow the Share Registry to promptly register your attendance at the meeting. The registration desk will be open from 8:45am.

If you are unable to attend in person, you may wish to appoint a proxy to attend and vote at the meeting in your place. Please refer to the Notice and proxy form regarding the appointment of a proxy.

Shareholder questions


Shareholders attending the AGM will have the opportunity to ask questions at the AGM. If you have an issue or question that you would like to be discussed at the Meeting, please send your query to:

The Secretary, MAGNIS ENERGY TECHNOLOGIES LTD, info@magnis.com.au, prior to the AGM.

Written shareholder queries submitted before the AGM must be received by 10am (Sydney time) on Wednesday 30 October 2019.

I look forward to seeing as many shareholders as possible at the AGM.

Yours sincerely



Frank Poullas
Chairman, MAGNIS ENERGY TECHNOLOGIES LTD

NOTICE OF 2019 ANNUAL GENERAL MEETING

Notice is hereby given that the 2019 Annual General Meeting (**AGM**) of members of Magnis Energy Technologies Ltd (**the Company**) will be held:

Date: Thursday, 31 October 2019

Time: 09:30am (AEST)

Venue: The Offices of BDO (Magnis' Auditor)
Level 11, 1 Margaret Street, Sydney NSW, Australia

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum and proxy form are part of this Notice of Meeting.

BUSINESS

A. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 30 June 2019.

All shareholders can view the Annual Report which contains the Financial Report for the year ended 30 June 2019 on the Magnis website at www.magnis.com.au.

B. QUESTIONS & COMMENTS

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions or comment about the management of the Company.

The Chairman will also give shareholders an opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

RESOLUTION 1: REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as an **advisory** resolution of the Company:

That the Remuneration Report for the year ended 30 June 2019 (as set out in the Company Director's Report) be adopted.

Voting Exclusion Statement

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of:

- (a) a member of the Key Management Personnel (KMP) whose remuneration is included in the 2019 Remuneration Report; and
- (b) a closely related party (such as close family members and any controlled companies) (Closely Related Party) of such a KMP.

However, the Company will not disregard a vote cast on Resolution 1 as a proxy for a person who is entitled to vote and:

- (a) the proxy appointment is in writing and specifies how the proxy is to vote (for, against, abstain); or
- (b) the vote is cast by the person chairing the AGM and:
 - i. the appointment does not specify how the proxy is to vote; and
 - ii. the appointment expressly authorises the Chair of the AGM to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

RESOLUTION 2: RE-ELECTION OF DIRECTOR(S) – STANLEY WHITTINGHAM & FRANK POULLAS

To consider and, if thought fit, pass the following resolutions as each **ordinary** resolutions of the Company:

- (a) *That Stanley Whittingham, who retires in accordance with Rule 16.10 of the Company's Constitution, offers himself for re-election and being eligible, is re-elected as a Director of the Company.*
- (b) *That Frank Poullas, who retires in accordance with Rule 16.10 of the Company's Constitution, offers himself for re-election and being eligible, is re-elected as a Director of the Company.*

RESOLUTION 3: ELECTION OF DIRECTOR – LESLIE HOSKING

To consider and, if thought fit, pass the following resolution as an **ordinary** resolution of the Company:

That Leslie Hosking, having been appointed as a Director of the Company since the last Annual General Meeting, and who retires in accordance with Rule 16.6 of the Company's Constitution, is nominated for re-election and being eligible, is re-elected as a Director of the Company.

RESOLUTION 4: GRANTING OF UNLISTED OPTIONS TO MARC VOGTS

To consider and, if thought fit, pass the following as an **ordinary** resolution of the Company:

That, for the purposes of ASX Listing Rule 10.11 and also other purposes, Marc Vogts, who was appointed Managing Director of the Company in November 2018, be granted:

- (a) 700,000 unlisted options in the Company with an exercise price of \$0.50 and these options will have an expiry date of 15 November 2021.
- (b) 700,000 unlisted options in the Company with an exercise price of \$0.75 and these options will have an expiry date of 15 November 2021.
- (c) 700,000 unlisted options in the Company with an exercise price of \$1.00 and these options will have an expiry date of 15 November 2021.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf Mr Marc Vogts or an associate of Mr Marc Vogts.

However the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the person decides.

RESOLUTION 5: GRANTING OF UNLISTED OPTIONS TO DIRECTORS

To consider and, if thought fit, pass the following resolutions as each **ordinary** resolutions of the Company:

- a) *That for the purposes of ASX Listing Rule 10.11 and also other purposes, that Frank Poullas, Non-Executive Chairman of the Company, be granted 1,000,000 unlisted options in the Company with an exercise price of \$0.70 and these options will have an expiry date of 31 October 2022.*
- b) *That for the purposes of ASX Listing Rule 10.11 and also other purposes, that Johann Jooste-Jacobs, Non-Executive Director of the Company, be granted 1,000,000 unlisted options in the Company with an exercise price of \$0.70 and these options will have an expiry date of 31 October 2022.*
- c) *That for the purposes of ASX Listing Rule 10.11 and also other purposes, that Peter Tsegas, Non-Executive Director of the Company, be granted 1,000,000 unlisted options in the Company with an exercise price of \$0.70 and these options will have an expiry date of 31 October 2022.*
- d) *That for the purposes of ASX Listing Rule 10.11 and also other purposes, that Marc Vogts, Managing Director of the Company, be granted 1,000,000 unlisted options in the Company with an exercise price of \$0.70 and these options will have an expiry date of 31 October 2022.*
- e) *That for the purposes of ASX Listing Rule 10.11 and also other purposes, that Stanley Whittingham, Non-Executive Director of the Company, be granted 1,000,000 unlisted options in the Company with an exercise price of \$0.70 and these options will have an expiry date of 31 October 2022.*
- f) *That for the purposes of ASX Listing Rule 10.11 and also other purposes, that Leslie Hosking, Non-Executive Director of the Company, be granted 1,000,000 unlisted options in the Company with an exercise price of \$0.70 and these options will have an expiry date of 31 October 2022.*

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf each director or an associate of each director.

However the Company need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (d) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the person decides.

RESOLUTION 6: APPROVAL OF UNLISTED OPTIONS TO CONSULTANTS

To consider and, if thought fit, pass the following as an **ordinary** resolution of the Company:

That for the purpose of ASX Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue up to 6,000,000 unlisted options to consultants upon the terms and basis described in the Explanatory Memorandum.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11 and ASX Listing Rule 7.1, the Company will disregard any votes cast on Resolution 6 by any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any of their associates.

However the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the person decides.

Proxy Voting by Chairman

The Chairman of the Meeting will vote undirected proxies in favour of all items. The voting exclusions on KMP in Resolution 1 do not apply to the Chairman of the Meeting acting as proxy, if their appointment expressly authorises the Chairman of the Meeting to exercise the proxy even if that item is connected directly or indirectly with the remuneration of a KMP of Magnis.

By Order of the Board



Doug Richardson
Company Secretary
30 September 2019

ENTITLEMENT TO VOTE

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00pm AEST on 29 October 2019 will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting by Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 9:30am AEST on 29 October 2019. Proxies must be received before that time by one of the following methods:

By Post: c/- Link Market Services, Locked Bag A14
Sydney South NSW 1235 Australia

By Facsimile: +61 2 9287 0309

By Hand: Level 12, 680 George St
Sydney NSW 2000

To be valid, a proxy must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Voting by Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 9:30am AEST on Tuesday 29 October 2019, being 48 hours before the AGM.

Corporate Representatives

A body corporate who is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements of section 250D of the Corporations Act 2001 (Cth). The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative.

Voting at the Meeting

It is intended that voting on each of the proposed resolutions at this meeting will be conducted by a show of hands.

Explanatory Memorandum

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders in Magnis Energy Technologies Ltd (**Magnis** or the **Company**) in relation to the business to be conducted at the Company's AGM to be held on Thursday 31 October 2019.

The purpose of this Explanatory Memorandum is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions.

Resolution 1 is an advisory resolution.

Resolutions 2 to 6 inclusive are ordinary resolutions requiring a simple majority of votes cast in favour by shareholders entitled to vote on the resolution.

ITEM 1 - FINANCIAL STATEMENTS AND REPORTS

As required by section 317 of the *Corporations Act 2001* (Cth) (**the Act**), the Financial Report, Directors' Report and Auditor's Report of Magnis Energy Technologies Ltd for the year ended 30 June 2019 will be presented for consideration by Shareholders.

The 2019 Annual Report is available on the Company's website at www.magnis.com.au

Shareholders will be provided with the opportunity to ask questions about or make comments on, the reports, management or about Magnis generally, but there will be no formal resolution put to the meeting. BDO East Coast Partnership, the Company's auditor, will attend the AGM and shareholders will also be given the opportunity to ask questions relating to the audit.

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

Section 250R of the Act requires that the section of the Directors' Report dealing with the remuneration of Directors and other Key Management Personnel (**Remuneration Report**) be put to Shareholders for adoption by way of a non-binding vote.

The Remuneration Report sets out the remuneration policy of the Company and:

- outlines the remuneration arrangements for Key Management Personnel (KMP) of Magnis;
- explains Board policies regarding the nature and value of remuneration paid to KMP; and
- discusses the relationship between the policy and Company performance.

The Report is available in the Company's 2019 Annual Report, available on the Company's website www.magnis.com.au.

The Chair of the Meeting will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

The Act provides that if there is a vote of 25% or more against the Remuneration Report at the 2018 AGM, and a subsequent vote of 25% or more against at the 2019 AGM, then a resolution must be put to Shareholders at the 2019 AGM to put the Board of the Company up for re-election (**Spill Resolution**). If the Spill Resolution is approved by Shareholders, the Company must hold a Spill Meeting within 90 days at which all Directors who were Directors at the time of the Remuneration Report that received the second strike will retire, and resubmit themselves for election.

At the Company's 2018 AGM, the votes cast against the remuneration report considered at that AGM were less than 25%. Accordingly, the Spill Resolution is not relevant for this AGM.

As a matter of best practice corporate governance, the Directors abstain from making a recommendation in relation to Resolution 1.

RESOLUTIONS 2A TO 2B – RE-ELECTION DIRECTOR(S) – STANLEY WHITTINGHAM & FRANK POULLAS

RESOLUTION 2A

In accordance with Clause 16.10 of the Constitution, Mr Stanley Whittingham, and being eligible, offers himself for re-election as a Director of Magnis.

Mr Whittingham was appointed as a Director of Magnis on 4 November 2016.

Professor Stanley Whittingham has over four decades of experience in the lithium-ion battery industry and is best known for being a key figure in the invention of the lithium-ion battery technology which earned him a nomination for the Nobel Science Prize.

During his illustrious career Professor Whittingham has headed large projects for the US Department of Energy, Exxon and Schlumberger. He has 16 US patents and has been involved in writing over 240 pieces of scientific and engineering literature.

Currently, Professor Whittingham is a professor of Chemistry and Materials Science and Engineering at Binghamton University which is part of the State University of New York. Professor Whittingham is also Director of the Northeast Center for Chemical Energy Storage (NECCES), which is an effort being led by Binghamton University, and includes as partners Rutgers University, Stony Brook University, Cambridge University, MIT, University of Michigan, University of California at Santa Barbara and University of California at San Diego. He was elected a member of the National Academy of Engineering in 2018.

The Directors (with Mr Stanley Whittingham abstaining) recommend that Shareholders vote in favour of Resolution 2a.

RESOLUTION 2B

In accordance with Clause 16.10 of the Constitution, Mr Frank Poullas, and being eligible, offers himself for re-election as a Director of Magnis.

Mr Frank Poullas was appointed as a Director of Magnis in September 2010. He is the Chairman of the Company (appointed in August 2014), Chairman of the Remuneration Committee, a member of the Audit Committee and Sustainability Committee.

Frank is an information technology consultant and in his personal capacity, a professional investor specialising in the graphite, lithium-ion battery material and uranium sectors. For the past thirteen years he has been involved in various ventures increasing shareholder value in these sectors. Frank has a significant number of share holdings in the Company collective with his pro-active nature of business.

The Directors (with Mr Frank Poullas abstaining) recommend that Shareholders vote in favour of Resolution 2b.

RESOLUTION 3 – ELECTION OF DIRECTOR LESLIE HOSKING

In accordance with Rule 16.6 of the Company's Constitution, Mr Leslie Hosking is nominated for election and being eligible, is elected as a Director of the Company.

Mr Hosking was appointed as a Director of Magnis on 5 March 2019.

Leslie (Les) has a long and distinguished career which spans over four decades in Australian business with a strong focus in the energy and the global futures industries. Currently, he is serving as an Independent Non-Executive Director of AGL Energy Limited (ASX: AGL) and is an Adjunct Professor of the University of Sydney John Grill Centre for Project Leadership.

Previously Les was the Chief Executive Officer and Managing Director of the Sydney Futures Exchange, Chairman of Adelaide Brighton Limited (ASX: ABC), Chief Executive Officer of Axiss Australia an

Australian Government inward investment agency used to promote Australia as a global financial service and a Director at the Australian Government's Industry Research and Development Board.

In the domestic energy industry, Les has served as the Chief Executive Officer and Managing Director at National Electricity Market Management Company (NEMMCO), Director of the Australian Energy Market Operator (AEMO), The Carbon Market Institute Limited and Innovation Australia Pty Ltd.

The Directors (with Mr Les Hosking abstaining) recommend that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – GRANTING OF UNLISTED OPTIONS TO MARC VOGTS

The Company has conducted reviews over the past year of the Board and Senior Management remuneration. This was undertaken by the Remuneration Committee.

Non-cash remuneration is expected to play an important part in attracting and retaining high calibre Board members and Senior Management. This is particularly relevant in a competitive global industry for talent and as the Company forges ahead with the strategy of lithium-ion battery production along with the Nachu graphite project in Tanzania.

As announced to the ASX on 7 November 2018, Mr Marc Vogts is to be granted the following unlisted options in the Company:

- (a) 700,000 unlisted options in the Company with an exercise price of \$0.50. These options will have an expiry date of 15 November 2021.
- (b) 700,000 unlisted options in the Company with an exercise price of \$0.75. These options will have an expiry date of 15 November 2021.
- (c) 700,000 unlisted options in the Company with an exercise price of \$1.00. These options will have an expiry date of 15 November 2021.

ASX Listing Rule 10.11 requires approval of holders of ordinary shares for an issue of securities to a related party.

As per ASX Listing Rule 6.16, the terms allow the rights of an option holder to be changed to comply with the listing rules applying to a reorganisation of capital. Pursuant to ASX Listing Rule 6.19, the option holder cannot participate in new issues without exercising the option.

The date by which the Company will issue the options is 15 December 2019. No funds are being raised by the issue of these options. There is a nil issue price as these are an award of options.

The Directors (with Mr Marc Vogts abstained from approving his own unlisted options) recommend that Shareholders vote in favour of Resolution 4.

RESOLUTION 5 – GRANTING OF UNLISTED OPTIONS TO DIRECTORS

The Company has conducted reviews over the past year of the Board and Senior Management remuneration. This was undertaken by the Remuneration Committee.

Non-cash remuneration is expected to play an important part in attracting and retaining high calibre Board members and Senior Management. This is particularly relevant in a competitive global industry for talent and as the Company forges ahead with the strategy of lithium-ion battery production along with the Nachu graphite project in Tanzania.

The following directors are each to be granted 1,000,000 unlisted options in the Company with an exercise price of \$0.70. These options will have an expiry date of 31 October 2022, three years from the date of the 2019 AGM.

- (a) Frank Poullas
 - (b) Johann-Jooste Jacobs
 - (c) Peter Tsegas
 - (d) Marc Vogts
-

- (e) Stanley Whittingham
- (f) Leslie Hosking

ASX Listing Rule 10.11 requires approval of holders of ordinary shares for an issue of securities to a related party.

As per ASX Listing Rule 6.16, the terms allow the rights of an option holder to be changed to comply with the listing rules applying to a reorganisation of capital. Pursuant to ASX Listing Rule 6.19, the option holder cannot participate in new issues without exercising the option.

The date by which the Company will issue the options is 30 November 2019. No funds are being raised by the issue of these options. There is a nil issue price as these are an award of options.

It is noted that Frank Poullas, Johann-Jooste Jacobs and Peter Tsegas each have 1,000,000 unlisted options in the Company that expire on 21 October 2019.

It is noted that Marc Vogts and Stanley Whittingham each have 1,000,000 unlisted options in the Company that expire on 21 November 2019.

The Directors (with all directors excluding Warwick Smith are abstained from approving their own unlisted options) recommend that Shareholders vote in favour of Resolution 5.

RESOLUTION 6 – APPROVAL OF ISSUE OF UNLISTED OPTIONS TO CONSULTANTS

Background and Listing Rule 7.1 Approval

A number of consultants have assisted the Company with its fundraising and promotion objectives.

Shareholder approval is sought pursuant to ASX Listing Rule 7.1 to issue 6,000,000 unlisted options to the consultants of the Company in consideration for all the efforts and services to date and as a share based incentive (**Consultant Options**) to ensure the future of Magnis. The Company will not apply for quotation of these Options on the ASX.

The proposed issue of Consultant Options is placed before Shareholders to allow this number of securities to be excluded from the calculation set out in ASX Listing Rule 7.1. The effect of this Resolution will allow the Company to issue the Consultant Options during the three months after the AGM, without using the Company's 15% annual placement capacity.

As per ASX Listing Rule 6.16, the terms allow the rights of an option holder to be changed to comply with the listing rules applying to a reorganisation of capital. Pursuant to ASX Listing Rule 6.19, the option holder cannot participate in new issues without exercising the option.

For the purposes of ASX Listing Rule 7.3, the following information is provided:

- (1) a total of 6,00,000 Consultant Options are to be issued;
- (2) each Consultant Option will be granted for nil consideration for services provided by unrelated parties to the Company;
- (3) the options are to be issued within three months of the AGM;
- (4) the terms are subject to the same terms of the Company's existing unlisted options;
- (5) no funds will be raised from the issue of the Consultant Options, as they will be issued to the consultant in consideration for assistance with the Company's progress and success;
- (6) each option entitles the holder to subscribe for one share upon the exercise of the Consultant Option;
- (7) the amount payable upon exercise of each Consultant Option will be \$0.40 (**Exercise Price**);
- (8) the issue will occur progressively;
- (9) Each Option will expire at 5pm (EDST) on 30 April 2021 (Expiry Date). An Option not exercised before 5pm (EDST) on the Expiry Date will automatically lapse at that time.

The Directors recommend that Shareholders vote in favour of Resolution 6.

DEFINITIONS

Terms used in the Notice of Meeting including the Explanatory Memorandum have the following meanings:

ASX means ASX Limited ACN 008 624 691

Board means the board of directors of the Company

Company or **Magnis** means Magnis Energy Technologies Ltd ACN 115 111 763

Constitution means the Company's constitution

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time

Director means a director of the Company

Explanatory Memorandum means this explanatory memorandum

Listing Rules means the listing rules of ASX as amended from time to time

Key Management Personnel has the meaning given to that term in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise)

Meeting means the Annual General Meeting of the Company to be held on 31 October 2019 at the Offices of BDO (Magnis' Auditor), Level 11, 1 Margaret Street, Sydney NSW at 9:30am (AEST)

Notice or **Notice of Meeting** means this notice of general meeting including the Explanatory Memorandum and the Proxy Form

Option means an option to subscribe for a Share

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires

Right means a right to a Share

Share means a fully paid ordinary share in the capital of the Company

Shareholder (or **member**) means a registered member of the Company

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LODGE YOUR VOTE

	ONLINE www.linkmarketservices.com.au
	BY MAIL Magnis Energy Technologies Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
	BY FAX +61 2 9287 0309
	BY HAND Link Market Services Limited Level 12, 680 George Street, Sydney NSW 2000
	ALL ENQUIRIES TO Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **9:30am (AEDT) on Tuesday, 29 October 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

PROXY FORM

I/We being a member(s) of Magnis Energy Technologies Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:30am (AEDT) on Thursday, 31 October 2019 at The Offices of BDO (Magnis' Auditor) Level 11, 1 Margaret Street, Sydney NSW, Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5d Grant of 1,000,000 Unlisted Options to Managing Director Marc Vogts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2a Re-election of Director – Stanley Whittingham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5e Grant of 1,000,000 Unlisted Options to Non-Executive Director Stanley Whittingham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b Re-election of Director – Frank Poullas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5f Grant of 1,000,000 Unlisted Options to Non-Executive Director Leslie Hosking	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – Leslie Hosking	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of Unlisted Options to Consultants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Granting of Unlisted Options to Marc Vogts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5a Grant of 1,000,000 Unlisted Options to Non-Executive Chairman Frank Poullas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5b Grant of 1,000,000 Unlisted Options to Non-Executive Director Johann Jooste-Jacobs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5c Grant of 1,000,000 Unlisted Options to Non-Executive Director Peter Tsegas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).